

BARNES & NOBLE INC  
Form 8-K  
July 20, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 20, 2015

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BARNES & NOBLE, INC.  
(Exact name of registrant as specified in its charter)

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Delaware (State or other jurisdiction of incorporation)	1-12302 (Commission File Number)	06-1196501 (IRS Employer Identification No.)
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122 Fifth Avenue, New York, New York (Address of principal executive offices)	10011 (Zip Code)
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Registrant's telephone number, including area code: (212) 633-3300

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Not Applicable  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 20, 2015, Barnes & Noble, Inc. (the “Company”) announced that effective February 1, 2016, Mahesh Veerina’s employment as the President of the Nook Consumer business will terminate and he will leave the Company (the “Press Release”).

Mr. Veerina will receive, subject to his execution of a release of claims, the severance benefits provided pursuant to his offer letter with the Company, dated September 30, 2013. In addition to such severance benefits, Mr. Veerina will receive a \$300,000 cash incentive award subject to the satisfactory and successful completion of certain operational objectives relating to the Company’s digital business.

A copy of the Press Release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

Exhibit No.	Description of Exhibit
99.1	Press Release of Barnes & Noble, Inc., issued on July 20, 2015

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**BARNES & NOBLE, INC.**

By: /s/ Bradley A. Feuer

Name: Bradley A. Feuer

Title: Vice President, General Counsel  
and Corporate Secretary

Date: July 20, 2015

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Barnes & Noble, Inc.

EXHIBIT INDEX

Exhibit No. Description of Exhibit

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